

ARTICLES OF ASSOCIATION
AMEREN EMPLOYEES
FEDERAL POLITICAL ACTION COMMITTEE
(AmerenFEDPAC)

AS AMENDED ON NOVEMBER 12, 2020

ARTICLE I

NAME

The name of this association shall be Ameren Employees Federal Political Action Committee, hereinafter called (“AmerenFEDPAC”).

ARTICLE II

LOCATION

The principal office of AmerenFEDPAC shall be located at the headquarters of Ameren Corporation (hereinafter called “Ameren”) in St. Louis, Missouri, and its address shall be One Ameren Plaza, 1901 Chouteau Avenue, St. Louis, Missouri 63103.

ARTICLE III

ORGANIZATION

AmerenFEDPAC is a voluntary, non-profit, unincorporated association established and administered pursuant to the Federal Election Campaign Act (hereinafter called “FECA”), 2 U.S.C. Section 431 et seq., and the regulations of the Federal Elections Commission (hereinafter called “FEC”). AmerenFEDPAC shall be

independent of any political party, candidate or organization. Ameren or its subsidiary companies may pay or incur all or any part of the costs and expenses of the establishment, administration, maintenance, and solicitation of contributions to AmerenFEDPAC.

ARTICLE IV

PURPOSES AND POWERS

Section 1. The purposes of AmerenFEDPAC shall be to promote the effective citizenship of eligible persons through their financial participation in the federal electoral process. It does this through assisting in the nomination and election of candidates for offices who promote responsibility and integrity in government by supporting public policies that protect and promote the best interests of Ameren, its subsidiary companies, customers, and shareholders as well as those of the American private enterprise system and a sound investor-owned electric utility industry.

Section 2. To carry out these purposes, AmerenFEDPAC is empowered, organized, and operated to solicit directly or indirectly, and to accept voluntary personal contributions from, eligible persons while making expenditures supporting or furthering the nomination or election of candidates for public office.

Section 3. AmerenFEDPAC, its officers and committees, shall possess and may exercise all powers and privileges set forth in these Articles or incidental thereto, together with all powers and privileges necessary or convenient to the conduct, promotion, or attainment of the purposes of AmerenFEDPAC or these Articles.

Section 4. Ten percent of member contributions to AmerenFEDPAC shall be disbursed to each of Ameren's affiliated state PACs; Ameren Illinois PAC and Ameren Missouri PAC.

ARTICLE V

PARTICIPATION

Section 1. All eligible persons as defined in FECA, 2 U.S.C. Section 431 et seq., and the regulations of the FEC, shall be eligible to contribute to AmerenFEDPAC which is authorized to solicit and accept contributions from any such person. Eligible persons may become a member of AmerenFEDPAC by visiting

<https://ameren.aristotle.com/SitePages/Login.aspx?Source=/SitePages/contribute.aspx>

and filling out the membership form.

Section 2. A member may proactively terminate membership in AmerenFEDPAC at any time by visiting <https://ameren.aristotle.com/SitePages/Login.aspx?Source=/SitePages/contribute.aspx> to cease automatic payroll deductions, but shall not be entitled to a refund of any contributions previously made unless such refund is required by law. FEDPAC membership will be automatically discontinued for any member having left payroll and not continuing with written check contribution(s). The Executive Committee shall have the right to suspend or terminate the participation of any member for conduct adverse to the interests of AmerenFEDPAC or for violation of any of the provisions of these Articles.

ARTICLE VI

CONTRIBUTIONS TO AMERENFEDPAC

Section 1. All contributions to AmerenFEDPAC shall be voluntary, and no contribution shall be solicited or obtained by physical force, intimidation, job discrimination, financial reprisal, or threat thereof, job preferment or promise thereof, nor shall any contribution be obtained by representing that such contribution is a condition of employment by Ameren or its subsidiary companies.

Section 2. In soliciting contributions to AmerenFEDPAC, the solicitor shall inform the solicitee of AmerenFEDPAC's purpose and of his or her right to refuse to contribute without any reprisal. If guidelines for contributions are suggested, the solicitor shall inform the solicitee that the guidelines are merely suggestions, that the solicitee is free to contribute more or less than the guidelines suggest, and that there will be neither favor nor disadvantage to anyone by reason of a decision not to contribute at all.

Section 3. Contributors may make contributions by delivering a personal check to the AmerenFEDPAC Treasurer or initiating a payroll withdrawal (via process outlined in Article V, Section 1 of these Articles) authorizing the Executive Payroll Division of Ameren or its subsidiary companies to withhold funds from the contributor's salary for remittance to AmerenFEDPAC. Such authorization may be revised and/or revoked by the contributor at any time by visiting

<https://ameren.aristotle.com/SitePages/Login.aspx?Source=/SitePages/contribute.aspx>.

Anonymous contributions to AmerenFEDPAC are not acceptable.

ARTICLE VII

SEPARATE SEGREGATED FUND

All contributions to AmerenFEDPAC shall be maintained by AmerenFEDPAC as a separate, segregated account in an eligible financial institution. All expenditures or contributions by AmerenFEDPAC shall be made from that fund. The Treasurer may keep idle funds of AmerenFEDPAC invested in interest-bearing certificates of deposits, money market accounts or other instruments in the respective financial institution, which must maintain a physical branch in Missouri, consistent with applicable laws and regulations.

ARTICLE VIII

MEETINGS

There shall be meetings of the AmerenFEDPAC Members and there shall be meetings of the Executive Committee at such times and places as determined by the Chairman of the Executive Committee or by majority vote of the Executive Committee.

ARTICLE IX

OFFICERS

Section 1. AmerenFEDPAC officers consist of a Chairman, Vice Chairman, Treasurer, Deputy Treasurer, and Secretary. Any AmerenFEDPAC member shall be eligible for such office and the Executive Committee shall, by majority vote, elect such officers.

Section 2. The Executive Committee may, by majority vote, elect one or more Assistant Treasurers or Assistant Secretaries to assist the Treasurer or Secretary and to

perform their duties in the event of their absence or incapacity, but such positions shall not receive officer level designation.

Section 3. The term for each officer shall be two years and no officer may serve more than two consecutive full terms in the same officer position. For the avoidance of doubt, partial terms do not count against the "two consecutive full terms" limitation. Each officer shall continue to serve until the successor is elected or until death, resignation or removal.

Section 4. In the event of a vacancy for any reason in the office of Chairman, the Vice Chairman shall immediately succeed to the office of Chairman. In the event of a vacancy for any reason in the office of Treasurer, the Deputy Treasurer shall immediately succeed to the office of Treasurer. No contributions may be accepted or expenditures made by AmerenFEDPAC at a time when there is a vacancy in the office of the Treasurer.

Section 5. In accordance with applicable Missouri state laws and regulations, the Treasurer and Deputy Treasurer shall each be Missouri residents.

Section 6. When new officers are elected, a transition period, not to exceed 90 calendar days, in compliance with the federal election commission and other laws and regulations is in effect for outgoing officers to continue to conduct the duties of the AmerenFEDPAC until such time as the new officers are able to assume the full range of duties.

ARTICLE X

EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall be composed of the five officers identified in Article IX as well as other such AmerenFEDPAC members that may be elected to serve by the Executive Committee in accordance with the provisions of this Article, provided that the membership of the Executive Committee shall not exceed fifteen (15) in number.

Section 2. In the best interest of all AmerenFEDPAC members, the Executive Committee shall be comprised of, to the extent possible, a cross section of members representing Ameren, its subsidiary companies, and functions therein.

Section 3. On an annual basis, or more often as vacancies occur, the Chairman shall nominate one or more candidates to fill openings to the Executive Committee, which shall elect a candidate by majority vote.

Section 4. In the first quarter of each calendar year the Executive Committee shall hold an annual Election Meeting to elect new members to fill existing or anticipated openings. Special meetings and/or elections may be held at any time to elect nominees to fill vacancies.

Section 5. Each non-officer Executive Committee member shall serve terms of three (3) years, but shall not serve more than two consecutive full terms. For purposes of determining what constitutes "two consecutive full terms" an Executive Committee member's term begins when he or she is first elected to the Executive Committee at an *annual* Election Meeting, and ends at the adjournment of the third *annual* Election Meeting held after the member was elected to the Committee. For the avoidance of doubt, partial terms do not count against the "two consecutive full terms" limitation.

Section 6. The Executive Committee shall attempt to stagger the terms of office for its committee members such that approximately one third of the seats will be subject to election at each annual Election Meeting. To this end, the Executive Committee may, by majority vote, elect to extend a current member's term of office to four years or reduce the term to two years, in consultation with any committee member whose term of office is so affected.

Section 7. Executive Committee meetings may take the form of a physical gathering of the committee members in one location or any other form of collaborative communication. In any case, the Executive Committee's actions shall be documented.

Section 8. The Executive Committee is empowered to establish and maintain basic policies with respect to AmerenFEDPAC contributions and expenditures and to direct any such disbursements as may be authorized by majority vote of the Executive Committee.

Section 9. The Executive Committee, by majority vote, may authorize contributions by AmerenFEDPAC to any candidate, committee, or party consistent with applicable law.

Section 10. The Executive Committee, by majority vote, may allocate funds of not more than \$1,000 in the aggregate for any one calendar year to be used at the discretion of the registered, federal affairs representative(s) of Ameren and its subsidiary companies for the purchase of tickets and payment of attendance fees to candidates' fundraising events such as dinners, luncheons, receptions, rallies or similar affairs through which candidates' campaign contributions are solicited. The expenditure of such funds shall be reported periodically to the Treasurer in such detail and at such times as

may be required to enable the Treasurer to comply with recordkeeping and reporting requirements.

Section 11. As needs may arise, the Executive Committee may create committees from among the AmerenFEDPAC membership as it may deem appropriate for any specially designated purpose.

ARTICLE XI

ADOPTION AND AMENDMENTS

Section 1. These Articles were originally adopted effective October 8, 1986.

Section 2. The Executive Committee may elect to amend, replace, or repeal these Articles of Association.

ARTICLE XII

DISSOLUTION

AmerenFEDPAC may be dissolved at any time by action or written consent of a majority of the members of the Executive Committee, by Ameren or its subsidiary companies, or as a matter of law. In the event of such dissolution and in accordance with all legal requirements and restrictions, all property and assets of AmerenFEDPAC shall be distributed in the manner provided for in Article X and for the purposes set forth in Article IV.